

**BEFORE  
THE PUBLIC SERVICE COMMISSION  
OF SOUTH CAROLINA  
DOCKET NO. 2021-\_\_\_\_-C**

Joint Application of	)	
	)	
ExteNet Systems, Inc.	)	
	)	
and	)	<b>JOINT APPLICATION</b>
	)	
ExteNet Asset Entity, LLC	)	
	)	
For Approval to Transfer Customers and	)	
Certain Assets	)	

**JOINT APPLICATION FOR APPROVAL OF  
THE PRO FORMA TRANSFER OF ASSETS AND CUSTOMER BASE**

ExteNet Asset Entity, LLC (“EAE”) and ExteNet Systems, Inc. (“ESI”) (together, “Applicants”) respectfully request approval by the Public Service Commission of South Carolina (the “Commission”), to the extent required pursuant to S.C. Code Ann. § 58-9-310, and the rules of the Public Service Commission of South Carolina (“Commission”), for EAE to acquire to acquire certain assets, including customer contracts and related telecommunications network infrastructure from its indirect parent, ESI (the “Transaction”).

As a result of the Transaction, EAE will become the service provider for those customers transferred from ESI. As described below, the Transaction is part of a plan to expand the ExteNet family of authorized operating companies to better align their businesses with current and future customer focus and growth and to obtain additional debt financing. The Transaction will be seamless to customers with respect to the services that those customers receive and the rates and terms of those services. The Transaction will not cause confusion or disruption to customers since EAE will market and perform its services under the “ExteNet” brand with which customers are

familiar, will maintain the same rates and terms of service, and will use ESI's same customer service, technical, operational and managerial personnel.

In support of this filing, Applicants provide the following information:

I. **DESCRIPTION OF THE APPLICANTS**

EAE is a newly formed Delaware limited liability company and direct, wholly owned subsidiary of ExteNet Issuer, LLC, which in turn is wholly owned by ExteNet Guarantor, LLC, which in turn is wholly owned by ESI. ESI is a privately held Delaware corporation and a direct, wholly owned subsidiary of Odyssey Acquisition, LLC ("Odyssey"), a Delaware limited liability company. Odyssey is an indirect, wholly owned subsidiary of Mount Royal Holdings, LLC ("Parent"), a Delaware limited liability company. Parent has executive offices located at 750 Park of Commerce Drive, Suite 200, Boca Raton, Florida 33487. Parent has no majority owner, but rather is owned by multiple private equity firms, an insurance company, and certain individuals in management of ESI.

Founded in 2002, ESI and its subsidiaries (collectively, "ExteNet") design, build, own and operate distributed networks for use by national and regional wireless service providers ("WSPs") in key strategic markets in North America. Using fiber-fed distributed antenna systems, small cells, Wi-Fi and other technologies, ExteNet deploys distributed networks to enhance coverage and capacity and enable superior wireless service in both outdoor and indoor environments. Primary markets addressed by ExteNet include outdoor distributed networks in a variety of densely occupied or heavily traveled settings, and venues used for sports and entertainment events, the hospitality industry, commercial buildings, and healthcare facilities. ExteNet also provides private lines or IP-based transport services to other carrier customers.

Collectively, ExteNet currently holds authorizations to provide intrastate telecommunications services in the District of Columbia and every state except Alaska, Iowa,

Maine, Montana, North Dakota, Vermont, and Wyoming.<sup>1</sup> In South Carolina, ESI is authorized to provide intrastate local exchange and interexchange telecommunications services pursuant to authority granted in Docket No. 2012-207-C. EAE is concurrently filing an application to provide local exchange and competitive intrastate telecommunications services in the State of South Carolina (the "Certification Application").

## II. CONTACTS

Questions or any correspondence, orders, or other materials pertaining to this filing should be directed to the following.

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## III. DESCRIPTION OF THE INTRA-CORPORATE TRANSACTION

The Transaction is part of a plan to expand the ExteNet family of authorized operating companies to better align their businesses with current and future customer focus and growth and

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<sup>1</sup> ESI subsidiaries that are authorized to provide intrastate telecommunications services in one or more states are: ExteNet Asset Entity, LLC, ExteNet Systems (Virginia) LLC, ExteNet Systems (California) LLC, ExteNet Systems (New York), Inc., Telecommunication Properties, LLC, Hudson Fiber Network Inc, and Hudson Fiber Network (Virginia), LLC.

to obtain additional debt financing. As a result of the Transaction, certain contracts and related network assets will be assigned from ESI to EAE, including customer accounts and contracts, antennas, fiber, and other telecommunications equipment. Following this intra-corporate Transaction and the grant of EAE's Certification Application, EAE will primarily provide service and networks targeted to WSPs. ESI will continue to operate under its existing certificate and will continue to develop, sell, and construct new distributed networks, along with providing "lit" services to commercial users and new services. A depiction of the Transaction is provided in Exhibit A.

To assure seamless and uninterrupted service, all of the customers assigned to EAE will continue to receive service from EAE under the same rates, terms and conditions of services as governed their existing contracts with ESI. EAE will offer point-to-point telecommunications services to WSPs, other telecommunications carriers and communications providers. Future changes in the rates, terms and conditions of service to the affected customers will be undertaken pursuant to customer contracts and the applicable federal and state notice and tariff requirements.

The Transaction will not cause confusion or disruption to customers since EAE will market and perform its services under the "ExteNet" brand with which customers are familiar, will provide existing customers with the same rates and terms of service, and will operate through the same customer service, technical, operational and managerial personnel.

#### **IV. PUBLIC INTEREST CONSIDERATIONS**

Applicants respectfully submit that the proposed Transaction serves the public interest. The Transaction will result in the assignment of customers and assets to an affiliated company that will continue to provide telecommunications services to such assigned customers without interruption. Following grant of requested authority, EAE will offer services at the same rates and on the same terms and conditions as currently provided under the "ExteNet" brand (subject

to future changes pursuant to applicable law and contract provisions). Given that EAE and ESI share the same management team, customers will benefit from that team's knowledge and experience in the South Carolina market. EAE will operate its networks and offer services designed to meet the individual needs of its WSP, other telecommunications carrier, and communications provider customers in providing high quality services in an efficient and cost-effective manner. ESI will continue to operate under its existing certificate and will continue to develop, sell, and construct new distributed networks, along with providing "lit" services to commercial users and new services.

V. **CONCLUSION**

WHEREFORE, for the reasons set forth above, Applicants request the Commission grant all authority necessary for ESI to transfer certain customers and assets to EAE as described herein.

Respectfully submitted,

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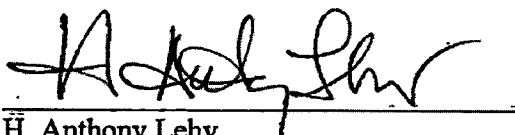
August 24, 2021

STATE OF Illinois  
COUNTY OF DuPage

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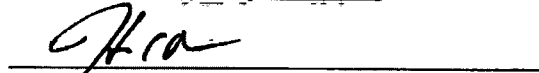
### VERIFICATION

I, H. Anthony Lehv, state that I am the Senior Vice President and Secretary of ExteNet Systems, Inc. ("ESI") and ExteNet Asset Entity, LLC ("EAE"); that I am authorized to make this Verification on behalf of ESI and its subsidiaries, including EAE; that the foregoing filing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.



H. Anthony Lehv  
Senior Vice President and Secretary  
ExteNet Systems, Inc.  
ExteNet Asset Entity, LLC

Sworn and subscribed before me this 18 day of August, 2021.

  
Notary Public

My commission expires Nov 8 2021

